Company Registration No: 3504841 (England)

Intertruck Limited

Directors' Report and Financial Statements
for the year ended 31 December 2005

Contents

Company Information

Directors:	P M Dessain M R Hopper A J Mourgue
Company Secretary:	M D Rimmer
Registered Office:	Unipart House Cowley Oxford OX4 2PG
Company Number:	3504841

Intertruck Limited
Report of the Directors

The Directors present their report together with the Financial Statements for the year ended 31 December 2005.

Principal activity
The Company did not trade in the year ended 31 December 2005.

Directors
The Directors that held office during the year ended 31 December 2005 are shown on page 3.

Directors' interests
None of the Directors who held office as at 31 December 2005 hold or have held shares in Intertruck Limited.

Mr A J Mourgue was a director of UGC Limited the ultimate parent company on 31 December 2005 and his interests in the shares of that company are disclosed in UGC Limited's Annual Report and Financial Statements.

The interests of the other directors in UGC Limited are shown below:

	'A' Ordinary Shares of 0.5p each		'E' Ordinary Shares of 0.5p each	
	2005 Number	**2004 Number**	**2005 Number**	**2004 Number**
Beneficial Holdings				
P M Dessain	76,596	76,596	180,000	180,000
M R Hopper	6,543	6,543	282,900	282,900
Non-Beneficial Holdings				
P M Dessain	28,025	28,025	-	-

Ordinary Shares under option

	At 31 Dec *2005* Number	**At 30 Jun *2005* Number**
P M Dessain	200,000	200,000
M R Hopper	250,000	250,000

As employees of the Unipart Group of Companies each of the above directors is deemed by Section 324 of the Companies Act 1985 to be interested in the shares held by the Group Share Trust for the benefit of Group employees. The interest of the Group Share Trust in the shares of UGC Limited was as follows:

	2005 Number	**2004 Number**
'A' Ordinary Shares of 0.5p each	15,191,387	15,190,202

There was no contract subsisting during or at the end of the financial year in which any director of the Company had a material interest; however, during the year an indemnity from the Company was available to the directors against liabilities incurred by them in defending proceedings against them in relation to the affairs of the Company. The indemnity is subject to the provisions of the Companies Act and is set out in the Articles of Association.

Auditors
As the Company has not traded, under Section 249AA of the Companies Act 1985, the Directors have not appointed auditors.

On behalf of the Board

22/08/06

M D RIMMER
Secretary
Oxford

Date

Intertruck Limited
Balance Sheet as at 31 December 2005

	Note	2005 £	2004 £
Current assets			
Debtors - Amounts due from Group Companies		2	2
Net assets		**2**	**2**
Share capital and reserves			
Called up share capital	2	2	2
Shareholder funds		**2**	**2**

For the year ended 31 December 2005 the Company was dormant and entitled to the audit exemption under *section 249AA(1) of the Companies Act 1985.*

Members have not required the Company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The Directors acknowledge their responsibility for ensuring the Company keeps accounting records which comply with section 221 and preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

These accounts were approved by the Board of Directors and were signed on their behalf by:

P.M. Dessain

P M Dessain
Director

17/08/06
Date

1 **Accounting convention**

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention.

2 **Share Capital**

	2005		2004	
	Number	£	Number	£
Authorised Ordinary Shares of £1 each	1,000	1,000	1,000	1,000
Issued and fully paid Ordinary Shares of £1 each	**2**	**2**	**2**	**2**

3 **Ultimate Holding Company**

At the end of the financial year UGC Limited, a company registered in England and Wales, was the ultimate parent company. Copies of UGC Limited consolidated financial statements can be obtained from the Company Secretary at Unipart House, Cowley, Oxford, OX4 2PG.